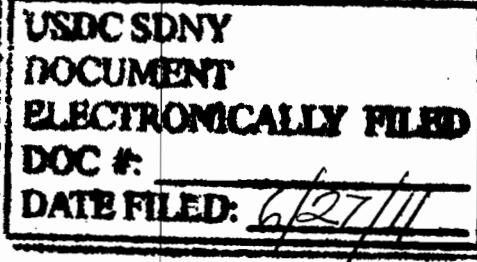


FEARNAUT, S.

Execution Version

STARK & STARK, P.C.
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Attorneys for Defendants



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

KPMG INTERNATIONAL
COOPERATIVE and KPMG LLP,

Plaintiffs,

vs.

HOWARD S. KRANT, SCOTT H.
BIALICK, LAWRENCE SCOTT
GITLITZ, MICHAEL H. HOFFMAN
and KBMG LLC,

Defendants.

CIVIL ACTION NO. 11-CV-1583 (MGC)

**CONSENT ORDER OF DISMISSAL WITH
PREJUDICE**

The parties to this action having reported to the Court that they have entered into a Settlement Agreement resolving any and all claims and issues between them relating to the above-captioned action (the "Action"). Pursuant to and subject to the terms and provisions of the Settlement Agreement, the parties have agreed that the Action will be dismissed with prejudice.

Accordingly, it is on this 27th day of June, 2011,

ORDERED AND AGREED that this action be and hereby is dismissed with prejudice and without costs as to any party; and it is

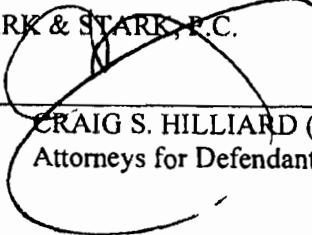
FURTHER ORDERED AND AGREED that the Court shall retain jurisdiction for the purpose of hearing all claims arising from or relating to the Settlement Agreement, including claims to enforce any of the provisions of the Settlement Agreement.

S/ HON. MIRIAM GOLDMAN CEDARBAUM, U.S.D.J.

Close Case m

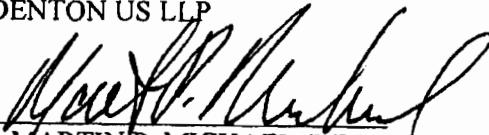
We consent to the form and entry of the foregoing Order:

STARK & STARK, P.C.

By: 

CRAIG S. HILLIARD (CH 4207)
Attorneys for Defendants

SNR DENTON US LLP

By: 

MARTIN P. MICHAEL (MM 6867)
Attorneys for Plaintiffs

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